STADACONA

J. C. ALLISON & CO. HALIFAX
SEP 1 1868

GOLD MINING ASSOCIATION,

WINE HARBOR,

NOVA SCOTIA.

ORGANIZED IN 1868.

Montreal:
PRINTED BY JOHN LOVELL, ST. NICHOLAS STREET.
1868.

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TRUSTEES:

Hon John Young

J. V. Morgan Esq

MANAGERS:

Jonathan Allison Esq

William Cockburn Esq

Dr John L. Hall

Donald McIntosh Esq

Alex Wright Esq

SECRETARY AND TREASURER:

Frank Bond Esq

Geo J St Lawrence Esq Montreal

GEN'L AGENT AND SUPERINTENDENT:

Donald McIntosh Esq

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STADACONA

GOLD MINING ASSOCIATION.

WINE HARBOR, NOVA SCOTIA.

DECLARATION OF TRUST.

WHEREAS a Gold Mining Property known as the Stadacona Gold Mine, situate in Wine Harbor, County Guysboro, Province of Nova Scotia, Dominion of Canada, comprising Thirteen Gold Mining Areas, known as Lots 1.2.3.4.9.12. in Block Q and No. 1.2.3.6.7.9.10.2.11 in Block P confirmed by Lease from The Government of Nova Scotia to D. McIntosh and by him transferred to the Hon. John Young & J. V. Albright as Trustees of the said Stadacona Mining Association by instrument in writing bearing date the tenth day of June 68 with all and singular the privileges and appurtenances thereunto belonging or in any way appertaining.

Now we, the said Trustees, accept the said Trust, and declare the same to be as follows, viz:

FIRST.—The several persons who have contributed money in order to become Owners in said Property, or who may hereafter become owners, and contribute to the development of the present property of the Association, shall be entitled to the beneficial results in proportion to the number of shares they may have or be entitled to in the Company or Association hereinafter named and described.

SECOND.—The Property so held in Trust shall be known as the Stadacona Gold Mining Association of Wine Harbor, Nova Scotia, and the aforenamed persons, and their associates, shall constitute The Stadacona Gold Mining Association of Wine Harbor,

Nova Scotia, which Association shall consist of 100,000 Shares of the par value of $10.00 each Share in Gold, and not subject to assessment.

THIRD.—Of the said 100,000 Shares Nineteen Thousand Shares are set apart for working Capital.

FOURTH.—It is an understood condition of the Association that its business and operations are to be strictly confined to the development of the Property, and the legitimate business thereof.

FIFTH.—The Trustees shall issue certificates to the present Stockholders, setting forth how many shares the legal owners of such Stock are entitled to, which said shares shall be transferable by assignment in writing, and upon the surrender of the Certificate to the Trustees, a new Certificate shall be issued, according to the interests of the parties.

SIXTH.—The responsibility of the management of the Property shall be taken by a Board of Managers of not less than three, or more than seven who shall be Stockholders of the Association, and they shall appoint and remove at pleasure the Officers, Agents and Clerks necessary for carrying on the business of the Association, and shall see the same properly attended and that full and correct accounts are kept of all business transactions and votes passed by the Stockholders, and Board of Managers, fully recorded, and a majority of the said Board of Managers shall be a quorum and authorized to transact the business of the Association.

SEVENTH.—The Secretary of the Association shall annually on the first Tuesday of notify all Shareholders to meet at some specified place and hour on the third Tuesday of for the purpose of electing a Board of Managers and to vote on any and all questions of business coming before the meeting. A majority in Interest shall constitute a Quorum, and all votes where a Quorum is present, relating to the business of the Association shall be binding on all the Shareholders, provided that notice of the meeting and the purport of it shall be mailed and post paid, directed to each of the Stockholders, at their last place of residence, at least two weeks before the meeting.

EIGHT.—No debt or liability shall be incurred by any Officer or Agent, Clerk or Servant of the Company, except for developing the property of the Company. Any funds required beyond the monthly expenses can only be appropriated and expended with the consent and approval of

had in writing.

NINTH.—A two-third vote in Interest of a regularly called meeting of Stockholders may direct the Trustees to sell out the Property and they shall do so free, and discharged of this Trust, and proceeds of such sales shall be divided, according to the several Interests after paying all expenses.

TENTH.—The death of any member of the Association shall not operate as a dissolution of it, or give the holders of a Certificate a right to an account—shall continue to exist so long as the majority of Stockholders deem it advisable or until the Property is disposed of and its debts (if any exist) paid, and the surplus, if any, divided among the Shareholders.

ELEVENTH.—In case of decease or inability of the Trustee or Trustees to act, a meeting of all Shareholders, shall be called and a successor or successors in Trust shall be chosen.

TWELFTH.—The Board of and Managers to serve for the first year shall consist of the following :—

} Trustees.

Board of Managers.

BY-LAWS.

ARTICLE 1.—At all meetings of the Board of Managers the senior Trustee shall preside, or, in his absence, a chairman *pro tem* shall be chosen. The Board of Managers shall have power to fill any vacancy in the Board, and they may appoint a General Agent and Superintendent who shall under them have charge of the business and the affairs of the Association at the Mine.

ARTICLE 2.—The amount of the salaries of each and all the officers of the Association shall be determined and fixed by the Board of Managers.

ARTICLE 3.—Meetings of the Board of Managers may be called at any time by its presiding officer, or any two of its members. Special meetings of the shareholders may be called at the discretion of the Board of Managers, and it shall be their duty to call such meetings, whenever so requested in writing by shareholders representing one-fourth of the stock of the Association, and the time and manner of such notice for such special meetings of shareholders shall be the same as required by the seventh article of the declaration of trust for the annual meeting

ARTICLE 4.—The Secretary shall give notice of all meetings in the manner prescribed by the declaration of trust and the By-Laws, and shall keep in a book provided, an accurate and full record of all proceedings and votes taken, and all business transacted at such meetings. In the absence of the Secretary at any meetings, a Secretary *pro tem* shall be appointed.

ARTICLE 5.—The Treasurer shall have the custody of the money and books, and accounts and papers of the Association, and shall keep an accurate account of the business of the Association, which books shall always, at reasonable times, be open for examination by the shareholders, and he shall give bonds for the faithful performance of his duties in such sum and with such sureties as the Board may require.

ARTICLE 6.—The Trustees (or one of their number), with the Treasurer and Secretary, shall, at every meeting of shareholders, and oftener, if required by the Board of Management, make a report of all business done and the result, and the same shall be recorded by the Secretary in the record book.

ARTICLE 7.—The Board of Managers shall declare and the Treasurer shall pay to the shareholders, when so divided and directed by the Managers, dividends of earned profits, after reserving enough to pay all indebtedness of the Association and for the current expenses thereof.

ARTICLE 8.—The By-Laws may be altered at any meeting of the Shareholders, when notice of the proposed alteration or amendment has been inserted in the notice of meeting when a majority of the shareholders are present.

ARTICLE 9.—Further, it is understood and agreed, that thousand shares of the Capital Stock of the Association, be set apart for the working capital of the Association.